

RECORDATION NO.

20244-NN  
FILED

DEC 10 '04

5-00PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

December 6, 2004

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Re: GATC Trust No. 96-1

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are five (5) copies of the following document dated November 8, 2004: Bill of Sale and Partial Release.

The enclosed document relates to the Equipment Lease Agreement (GATC 96-1) previously filed with the Board under Recordation Number 20244.

The names and addresses of the parties to the enclosed document are:

Owner Trustee: Wells Fargo Bank Northwest N.A.  
79 South Main Street 3<sup>rd</sup> Floor  
Salt Lake City, UT 84111

Indenture Trustee: JP Morgan Trust Company, N.A.  
(successor in interest to  
Bank One, National Association)  
One First National Plaza  
Chicago, IL 60670

Mr. Vernon A. Williams  
December 6, 2004  
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A description of the railroad equipment covered by the enclosed document is:

Three (3) Railcars GATX 006101, GATX 006170 and GATX 006395.

A short summary of the document to appear in the index follows:

Bill of Sale and Partial Release.

Also enclosed is a check in the amount of \$32.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of each of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish extending to the right.

Robert W. Alvord

RWA/anm  
Enclosures

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**BILL OF SALE AND PARTIAL RELEASE**

SURFACE TRANSPORTATION BOARD

Wells Fargo Bank Northwest, N.A., not in its individual capacity, but solely as Trustee under GATC Trust 96-1 (the "Lessor") under an Equipment Lease Agreement (GATC Trust 96-1) dated as of August 28, 1996 (the "Lease") between the Lessor and GATX Financial Corporation, successor by merger to GATX Rail Corporation (the "Lessee"), does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcars designated as GATX 006101, GATX 006170 and GATX 006395 (the "Units") "as is," "where is," without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Units and the obligation of the Lessee to pay rent for such Units under the Lease has terminated.

J.P. Morgan Trust Company, N.A., successor-in-interest to Bank One, National Association, as trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GATC Trust 96-1) dated as of August 28, 1996 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Units under the Indenture and hereby acknowledges that the Units are no longer subject to the Lease.

Dated: November 8, 2004

Wells Fargo Bank Northwest, N.A.,  
not in its individual capacity, but solely  
as Owner Trustee

By: [Signature]  
Title: VICE PRESIDENT

J. P. Morgan Trust Company, N.A.,  
successor-in-interest to  
Bank One, National Association, as  
Indenture Trustee

By: \_\_\_\_\_  
Title: \_\_\_\_\_

**BILL OF SALE AND PARTIAL RELEASE**

Wells Fargo Bank Northwest, N.A., not in its individual capacity, but solely as Trustee under GATC Trust 96-1 (the "Lessor") under an Equipment Lease Agreement (GATC Trust 96-1) dated as of August 28, 1996 (the "Lease") between the Lessor and GATX Financial Corporation, successor by merger to GATX Rail Corporation (the "Lessee"), does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcars designated as GATX 006101, GATX 006170 and GATX 006395 (the "Units") "as is," "where is," without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Units and the obligation of the Lessee to pay rent for such Units under the Lease has terminated.


J.P. Morgan Trust Company, N.A., successor-in-interest to Bank One, National Association, as trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GATC Trust 96-1) dated as of August 28, 1996 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Units under the Indenture and hereby acknowledges that the Units are no longer subject to the Lease.

Dated: November 8, 2004

Wells Fargo Bank Northwest, N.A.,  
not in its individual capacity, but solely  
as Owner Trustee

By: \_\_\_\_\_  
Title: \_\_\_\_\_

J. P. Morgan Trust Company, N.A.,  
successor-in-interest to  
Bank One, National Association, as  
Indenture Trustee

By:  \_\_\_\_\_  
Title: Mietka Collins  
Assistant Vice President

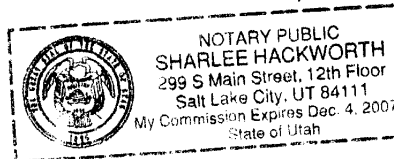
State of Utah )  
 ) SS:  
County of )

On the <sup>12TH</sup> day of November, 2004, before me personally appeared Janeen R. Higgs, to me known, who being by me duly sworn, say that (s)he is a \_\_\_\_\_ of Wells Fargo Bank Northwest, N.A., that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Sharlee Hackworth  
Notary Public

[Notarial Seal]

My commission expires:



State of Illinois )  
 ) SS:  
County of Cook )

On the \_\_\_\_ day of \_\_\_\_\_, 2004, before me personally appeared \_\_\_\_\_, to me known, who being by me duly sworn, says that (s)he is a \_\_\_\_\_ of J.P. Morgan Trust Company, N.A., successor-in-interest to Bank One, National Association, as Indenture Trustee, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
Notary Public

[Notarial Seal]

My commission expires:

State of Utah )  
 ) SS:  
County of )

On the \_\_\_\_ day of \_\_\_\_\_, 2004, before me personally appeared \_\_\_\_\_, to me known, who being by me duly sworn, say that (s)he is a \_\_\_\_\_ of Wells Fargo Bank Northwest, N.A., that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

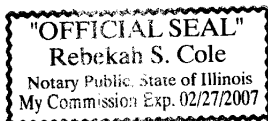
\_\_\_\_\_  
Notary Public

[Notarial Seal]

My commission expires:

State of Illinois )  
 ) SS:  
County of Cook )

On the 30<sup>th</sup> day of November, 2004, before me personally appeared Mietka Collins, to me known, who being by me duly sworn, says that (s)he is a Assistant Vice President of J.P. Morgan Trust Company, N.A., successor-in-interest to Bank One, National Association, as Indenture Trustee, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



*Rebekah S. Cole*  
Notary Public

[Notarial Seal]

My commission expires: